

RUTA STANLEY L
Form 4
February 06, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RUTA STANLEY L

2. Issuer Name **and** Ticker or Trading
Symbol
TRACTOR SUPPLY CO /DE/
[TSCO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
200 POWELL PLACE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2009

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP - Store Ops

BRENTWOOD, TN 37027

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common stock					29,427	D	
Common stock					4,701	I	Stock Purchase Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 3.3574							01/25/2006	01/25/2011	Common stock	14,8
Employee Stock Option	\$ 8.9075							01/24/2005	01/24/2012	Common stock	20,7
Employee Stock Option	\$ 19.64							01/23/2006	01/23/2013	Common stock	20,0
Employee Stock Option	\$ 42.65							01/22/2007	01/22/2014	Common stock	15,0
Employee Stock Option	\$ 36.395							02/02/2007	02/02/2015	Common stock	3,75
Employee Stock Option	\$ 36.395							02/02/2008	02/02/2015	Common stock	3,75
Employee Stock Option	\$ 36.395							02/02/2009	02/02/2015	Common stock	3,75
Employee Stock Option	\$ 36.395							02/02/2010	02/02/2015	Common stock	3,75
Employee Stock Option	\$ 61.27							02/09/2007	02/09/2016	Common stock	6,66 (1)
Employee Stock Option	\$ 61.27							02/09/2008	02/09/2016	Common stock	6,66 (1)
Employee Stock	\$ 61.27							02/09/2009	02/09/2016	Common stock	6,66 (1)

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			EVP - Store Ops	

RUTA STANLEY L
200 POWELL PLACE
BRENTWOOD, TN 37027

Signatures

Stanley L. Ruta by /s/ David C. Lewis, as
Attorney-in-fact

02/06/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Number of shares are rounded to the nearest whole number.
- (2) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (3) The restricted stock units vest at the end of the third anniversary of the date of grant. Vested shares will be delivered to the reporting person on that anniversary date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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